

INTUITIVE SURGICAL INC  
Form 4  
February 17, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MELTZER MARK J**

2. Issuer Name **and** Ticker or Trading  
Symbol  
**INTUITIVE SURGICAL INC**  
**[ISRG]**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
**1020 KIFER ROAD**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/15/2017**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
☒ Officer (give title below) \_\_\_\_ Other (specify below)  
**SVP General Counsel & CCO**

**SUNNYVALE, CA 94086**

(City) (State) (Zip)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock                       | 02/16/2017                              |                                                             | M                                    |                                                                            | 532                                                                                                                | A \$ 0                                                               | 1,905 D                                                           |
| Common<br>Stock                       | 02/16/2017                              |                                                             | F(1)                                 |                                                                            | 200                                                                                                                | D \$ 0                                                               | 1,705 D                                                           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------------------------------|
| Non-Qualified Stock Option (right to buy)  | \$ 716.74                                              | 02/15/2017                           |                                                    | A                              | 1,500                                                                                   | (2) 02/15/2027                                           | Common Stock                                                | 1,500                         |
| Restricted Stock Units                     | \$ 0                                                   | 02/16/2017                           |                                                    | M                              | 532                                                                                     | (3) 02/17/2020                                           | Common Stock                                                | 532                           |
| Restricted Stock Units                     | \$ 0                                                   | 02/15/2017                           |                                                    | A                              | 1,000                                                                                   | (3) 02/15/2021                                           | Common Stock                                                | 1,000                         |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships                    |
|----------------------------------------------------------|----------------------------------|
|                                                          | Director 10% Owner Officer Other |
| MELTZER MARK J<br>1020 KIFER ROAD<br>SUNNYVALE, CA 94086 | SVP General Counsel & CCO        |

## Signatures

By: Lori Serrano For: Mark J Meltzer 02/17/2017

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On 2/16/16, RSU shares were granted, vesting 25% per year over a four year period. RSUs convert into common stock on the vest date on a one-for-one basis. On 2/16/17, 25% of the shares were released and a portion of the shares were held back to cover the statutory tax withholding requirement. The net shares were deposited into the holders account

(2) Non-statutory stock option granted pursuant to the 2010 Employee Stock Option Plan. The option vests 1/8th six months after the date of grant and 1/48th monthly thereafter.

(3) Each Restricted Stock Unit, granted pursuant to the 2010 Employee Stock Option Plan, represents a contingent right to receive one share of Intuitive Surgical common stock. The grant vests 25% on the first anniversary of the date of grant and annually thereafter, over a four year period of time.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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